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SOMERSET, NEW JERSEY 08873
732-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

SUSAN G. LICHTENFELD

June 11, 1998

VIA OVERNIGHT COURIER

RECORDATION NO. 21464 FILED

JUN 12 '98 10-33 AM

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Attention: Janice Fort, Room 704

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Memorandum of Lease Agreement, dated as of June 5, 1998 (the "Memorandum of Lease"), between JAIX Leasing Company ("Lessor") and Western Resources, Inc. ("Lessee"), which Memorandum of Lease is a primary document as defined in the Commission's Rules for the Recordation of Documents. The Memorandum of Lease relates to that certain Railcar Equipment Lease, dated as of June 5, 1998 (the "Lease") and Rider 1 to the Lease, dated as of June 5, 1998, between Lessor and Lessee.

The names and addresses of the parties to the enclosed Memorandum of Lease are:

Lessor: JAIX Leasing Company
980 North Michigan Avenue
Suite 1000
Chicago, Illinois 60611

Mr. Vernon A. Williams
June 11, 1998
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Lessee: Western Resources, Inc.
818 Kansas Avenue
Topeka, Kansas 66601

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original copy, the two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 3100, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Primary Document to be Recorded

Memorandum of Lease Agreement, dated as of June 5, 1998 between JAIX Leasing Company, as Lessor, and Western Resources, Inc., as Lessee, covering 120 rotary aluminum Aeroflo Autoflood Coal Cars.

Very truly yours,


Susan G. Lichtenfeld

JAM/vgc
w/encl.

cc: Robert W. Kleinman
Joseph A. McQuade

JUN 12 '98

10-33 AM

MEMORANDUM OF RAILCAR EQUIPMENT LEASE

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated as of this 5th day of June, 1998, is made by Western Resources, Inc., a Kansas corporation, with an address at 818 Kansas Avenue, Topeka, Kansas 66601 (the "Lessee"), and JAIX Leasing Company, a Delaware corporation, with an address at 980 North Michigan Avenue, Suite 1000, Chicago, Illinois 60611 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

WESTERN RESOURCES, INC.

By: Thomas L. Lennan
Name: _____
Title: _____

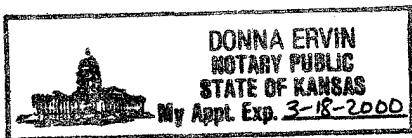
JAIX LEASING COMPANY

By: Edward S. Whaley
Name: EDWARD S. WHALEY
Title: PRESIDENT

STATE OF KANSAS)
) SS:
COUNTY OF SN)

On this 9th day of June, 1998 before me personally appears
Thomas L. Grennan, to me personally known, who by me duly sworn, says that he/she
is the VP of Generation SURS of WESTERN RESOURCES, INC. (the "Company"), that the
foregoing instrument was signed on behalf of the said Company by authority of its Board of
Directors, and he/she acknowledged that the execution of the foregoing instrument was the free
act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Donna Ervin
Notary Public # 35-134

[SEAL]

My Commission expires: 3-18-2000

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

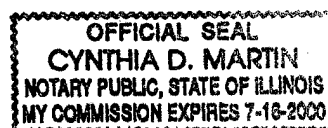
On this 11th day of June, 1998 before me personally appears
Edward G. Whalen to me personally known, who by me duly sworn, says that he/she
is the President of JAIX LEASING COMPANY (the "Company"), that the
foregoing instrument was signed on behalf of the said Company by authority of its Board of
Directors, and he/she acknowledged that the execution of the foregoing instrument was the free
act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Cynthia D. Martin
Notary Public

[SEAL]

My Commission expires:



SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR EQUIPMENT LEASE
DATED AS OF JUNE 5, 1998

EQUIPMENT

120 new rotary aluminum Aeroflo Autoflood coal cars marked KPLX 3001 through KPLX 3120 (both inclusive).